

EXHIBIT A

Membership

The White Mountain Lakes County Recreation Improvement District Advisory Board shall be appointed by the Navajo County Board of Supervisors/Directors and shall be comprised of seven (7) members who shall be tax payers of Navajo County, Arizona, and tax payers of the White Mountain Lakes Recreation Taxation District.

“Tax Payer” is defined as one who pays a tax to the White Mountain Lakes County Recreation Improvement District.

Members (s) of the Committee shall be removed by the Board of Supervisors whenever any member is absent from three consecutive regular meetings for unexcused absences, if a member is found to not be serving the best interests of the District or for other reasons found, including lack of input, inefficiency, neglect of duties, or malfeasance in office. Termination(s) shall be at the will and pleasure of the Board of Supervisors without the necessity of a hearing or notice, and such action shall be final. The Administrator of the Advisory Board shall be responsible for maintaining attendance records of members at all meetings.

No member of the Advisory Board shall be employed by the White Mountain Lake County Recreation Improvement District, The Irrigation District, or Navajo County to avoid conflict of interest.

Powers

The Advisory Board and its members shall act as an Advisory Board to the Navajo County Board of Supervisors. **The Advisory Board and its members shall have no authority to set policy, regulations, rates, or other matters that require the Board of Supervisors approval and action.**

The White Mountain Lakes County Recreation Improvement District Advisory Board shall be entitled to exercise all authority as provided to them by the Navajo county Board of Supervisors and the laws of the State of Arizona shall provide recommendations and guidance to the Navajo County Board of Supervisors on general issues dealing with the White Mountain Lakes County Recreation Improvement District.

Terms

The terms of the members of the Advisory Board shall be 3 members serving a Two year term, and 3 members serving a Four year term, and 1 member serving a Five year term. So as to always remain with a quorum. In the event of the death, resignation or removal of a member, the vacancy may be filled for only the unexpired portion of the term. Members shall be appointed by a majority vote of the existing members and terms shall expire on the first meeting held in January of each year.

Officers

The Advisory Board shall elect a Chairman and a Vice –Chairman from among its own members, who shall serve for one (1) year, and until their successors are elected. The chairman shall preside over all meetings and exercise all the usual rights, duties, and prerogatives of the head of any similar organization. The Vice- Chairman shall perform the duties of the Chairman in the latter’s absence or disability. If a vacancy occurs in the office of the Chairperson

or Vice-Chairman the Members of the Advisory Board, at their next regular meeting , shall select a Chairperson or Vice-Chairman from among their members and fill the vacancy by appointment for the remainder of the term.

Organization

A majority of four (4) members of the Advisory Board shall constitute a quorum. The concurrence of a quorum shall be required to transact any Committee business or take official action including, but not limited to, recommendations for the adoption of policies, rules, and regulations. All policies, rules, and regulations must be approved by the Navajo County Board of Supervisors.

Conflict of Interest

No member of the Advisory Board, as either a voting or non-voting member, shall act on his or her own behalf, as an agent, or represent anyone on any matter coming before the Advisory Board, Board of Supervisors, or other agency within the White Mountain Lakes County Recreation Improvement District community pertaining to the operation and development on any matter in which the member has a conflict of interest, as defined by Arizona Revised Statutes. A member may abstain from voting upon a declaration that the member has a conflict of interest, in which case such member shall take no part in the deliberation on the matter in question.

Order of Business

The business of the Advisory Board of the District shall be transacted as follows, provided, however, that the Chairperson may, during any meeting, cause an item to be taken out of order so that the business of the Board may be conducted most expeditiously:

- Call to Order
- Minutes of prior Meeting
- Financial reports of previous calendar month
- Administrators report of activities
- Board correspondence/County Board of Supervisors reports
- Call to the Public
- New/ previously tabled items
- Agenda items for next meeting
- Adjournment

Voting

The votes during all meetings of the Board shall be transacted as follows:

- Unless otherwise provided for by statute, ordinance, or resolution, all votes shall be taken by voice, except that at the request of any Board member, a roll call vote shall be taken.
- In case of a tie in votes on any proposal, the proposal shall be considered lost.
- The passage of any motion or resolution shall require the affirmative vote of at least a majority of a quorum.

Call to the Public

The Advisory Board may make an open call to the public to allow individuals to address the public body on any issue within the jurisdiction of the District. **Members of the Advisory Board may not discuss or take any action on matters raised during the call to the public that are not specifically identified on the Agenda. Members may, however, respond to criticism made by those who have addressed the public body, ask staff to review a matter raised, or ask that a matter be placed on a future agenda.**

The Board Chairperson will preside over (Call to the Public) each person wishing to speak during the Call to the Public and will be given a time allotted by the chairperson. This time will be set by the Chairperson and may vary based on the content of the agenda so to keep the forward progression of the meeting. If anyone is found to be disrupting the proceedings they may be subject to removal from the meeting.

Persons wishing to make public comment must first give their full name and Place of Residence. This is required as part of the official record of the meeting.

Rules of Order

The rules of order for conduct of a Board Meeting are not specified by statute. Unless otherwise directed by the Board chairperson, the Advisory Board of the District shall conduct themselves in accordance with Roberts' Rules of Order. The Board Chairperson, the Navajo County District Attorney, and any Board Member shall serve as parliamentarian and advise the Chairperson as to the correct rules of procedure or questions of specific rule application. The Boards' failure to follow or comply with Roberts' Rules of Order or the Rules provided herein shall not invalidate any action otherwise lawfully taken by the board.

Meetings

The Governing board shall meet in such locations and at such times as established by the Advisory Board Chairperson, from time-to-time. All Board meetings are traditionally held at the White Mountain Lake Post Office Community Center located at 1785 Edmonds Circle on the fourth Wednesday of each month @ 6:00 P.M. The Board Chairperson may direct that the meeting be held at a different location, at the Chairpersons' discretion. At a regular Board of Supervisors meeting in the month of June, the Advisory Board Chairperson/ a designated member of the Board will present an annual report of its activities.

In the event of a Special Meeting/ Emergency Meeting the Chairperson of the Advisory Board shall designate the time and place , and post 24 hours ahead of time in accordance with Open Meeting Law.

Meeting agendas shall be posted 24 hours in advance at the designated posting locations on file with the Navajo County Clerks' Office and only those items on the posted agendas shall be discussed. All meetings shall be conducted in public and Advisory Board members shall be noticed personally by telephone, email or mail at least 24 hours prior to the meeting.

Minutes of each meeting will be kept in accordance with Open Meeting Law and will be made available in written form to the Public as well as Advisory Committee Members within 3 working days. (72 hrs.) Minutes are not

verbatim but a summary of the Discussion and Action taken. Minutes shall be marked DRAFT until they have been officially approved at a subsequent meeting.

Ratification

When the Advisory Board intends to ratify a decision, (usually done when the meeting law has been violated) the Advisory Board must give the public at least seventy-two (72) hours' notice.

Special Meetings

Special Meetings may be called by the Advisory Board Chairman or, in the Chairman's absence, the Advisory Board Vice-Chairman. The Board of Supervisor's Chairman upon the written request of four (4) members or upon a motion duly made and passed at any regular or special open meeting, may convene the Advisory Board at any time by notifying the members of the date, hour, and purpose of such special meeting. The public shall be given twenty-four (24) hours' notice of any such special meeting by posting such notice at such places as designated in a statement filed with the Clerk of the Board of Supervisors pursuant to Arizona Revised Statutes except that, in the case of an actual emergency, a meeting may be held upon such notice as is appropriate to the circumstances. No special meeting may be set beyond the next regularly scheduled meeting.

Compensation

Members of the Advisory Board shall receive no compensation for serving on the committee except for actual expenses incurred in connection with the duties of their office outside of the district limits of the White Mountain Lakes County Recreation Improvement District. Mileage reimbursement for travel to and from meetings shall not be eligible for reimbursement.